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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

OWEN & FRED CORP.
d/b/a Boarding Pass NYC,

Chapter 11
Case No. 18-43534

Debtor.

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**APPLICATION TO EMPLOY AND RETAIN DELBELLO DONNELLAN
WEINGARTEN WISE & WIEDERKEHR, LLP AS ATTORNEYS FOR
THE DEBTOR, NUNC PRO TUNC AS OF THE PETITION DATE**

**TO: THE HONORABLE _____,
UNITED STATES BANKRUPTCY JUDGE**

Owen & Fred Corp., the above-captioned debtor and debtor-in-possession (the “Debtor”), by its president, Michael Arnot, files this Application (the “Application”) seeking entry of an order authorizing the Debtor’s retention of DelBello Donnellan Weingarten Wise & Wiederkehr, LLP (“DDWWW”) as its attorneys. In support of its Application, the Debtor respectfully sets forth as follows:

Jurisdiction

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory basis for relief requested herein is § 327(a) of title 11 of the United

States Code, 11 U.S.C. §§ 101, et seq. (the “Bankruptcy Code”) and Rules 2014(a) and 6003 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Background

3. On June 19, 2018 (the “Petition Date”), the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

4. The Debtor has continued in possession of its property and the management of its business affairs as a debtor-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or statutory committee has been heretofore appointed in this proceeding.

5. The Debtor sells lifestyle luggage and accessories in 600+ retail stores worldwide and online at its website www.boardingpassnyc.com. The Debtor’s products are all manufactured with hand-made quality in the United States. The company has been widely featured in the media.

Relief Requested

6. The Debtor seeks to retain DDWW as its attorneys to file and prosecute its Chapter 11 case and all related matters, effective as of the Petition Date. Accordingly, the Debtor requests entry of an order in substantially the form annexed hereto and pursuant to Bankruptcy Code § 327(a) and Bankruptcy Rule 2014(a) authorizing the Debtor to employ and retain DDWW as its attorneys to perform services necessary in these Chapter 11 cases.

7. The professional services DDWW will render to the Debtor include the following:

- a. To give advice to the Debtor with respect to its powers and duties as Debtor-in-Possession and the continued management of its property and affairs.

- b. To negotiate with creditors of the Debtor and work out a plan of reorganization and take the necessary legal steps in order to effectuate such a plan including, if need be, negotiations with the creditors and other parties in interest.
- c. To prepare the necessary answers, orders, reports and other legal papers required for the Debtor's protection from their creditors under Chapter 11 of the Bankruptcy Code.
- d. To appear before the Bankruptcy Court to protect the interest of the Debtor and to represent the Debtor in all matters pending before the Court.
- e. To attend meetings and negotiate with representatives of creditors and other parties in interest.
- f. To advise the Debtor in connection with any potential sale of the businesses.
- g. To represent the Debtor in connection with obtaining post-petition financing, if necessary.
- h. To take any necessary action to obtain approval of a disclosure statement(s) and confirmation of a plan(s) of reorganization.
- i. To perform all other legal services for the Debtor which may be necessary for the preservation of the Debtor's estate and to promote the best interests of the Debtor, its creditors and its estate.

8. The Debtor has selected DDWWW for the reason that DDWWW's attorneys have had extensive experience representing debtors in proceedings before this Court and are well suited to represent the Debtor in the instant proceedings. DDWWW has been actively involved in many Chapter 11 cases and has represented many Chapter 11 Debtors.

9. It is necessary for the Debtor to employ DDWWW for such professional services pursuant to § 327 of the Bankruptcy Code.

10. To the best of the Debtor's knowledge, DDWWW has no connection with the creditors or any other party in interest or its attorneys, except that it represents the Debtor in these

proceedings as stated in the annexed affidavit of Dawn Kirby, Esq. (the “Kirby Affidavit”), which is annexed hereto as **Exhibit “A”**.

11. Subject to Court approval, compensation will be paid to DDWW for services provided on an hourly basis plus reimbursement of actual, necessary expenses incurred.

DDWW Bankruptcy Practice Group’s 2017 hourly rates for matters related to these Chapter 11 proceedings are as follows:

Attorneys	\$375 to \$620
Paraprofessionals	\$150.00

12. The hourly rates above are subject to periodic adjustment to reflect economic and other conditions. The hourly rates above are standard, if not below standard rates for work of this nature. These rates are designed to fairly compensate DDWW for the work of its attorneys and paralegals and to cover fixed routine overhead expenses.

13. DDWW did not receive a retainer.

14. To the best of the Debtor’s knowledge, DDWW does not hold or represent any interest adverse to the Debtor’s estate, DDWW is a “disinterested person” as defined in Bankruptcy Code §101(14), and DDWW’s employment is necessary and in the best interest of the Debtor and their estates.

15. DDWW will be paid for the legal services rendered upon application duly filed with this Court pursuant to Bankruptcy Code § 330.

16. The Debtor desires to employ DDWW pursuant to Bankruptcy Code § 327 because of the extensive legal services, which are required and indeed are anticipated for a successful reorganization under Chapter 11 of the Bankruptcy Code.

WHEREFORE, the Debtor respectfully requests entry of the Order annexed hereto as **Exhibit “B”** authorizing them to employ and appoint DelBello Donnellan Weingarten Wise & Wiederkehr, LLP to represent it in these proceedings under Chapter 11 of the Bankruptcy Code, nunc pro tunc, as of the Petition Date, together with such other and further relief as appears just to this Court, for all of which no previous application has been made.

Dated: New York, New York
June 19, 2018

OWEN & FRED CORP.
d/b/a Boarding Pass NYC

/s/ Michael Arnot

By: _____
Michael Arnot, President